This Instrument Was Prepared By:
David J. White
Bank of America Plaza, Suite 1100
414 Union Street
Nashville, Tennessee 37219

Parking, Store 3506

RECORD & RETURN TO:
Court Explorers, Inc (Capt D's)
300 Rector Place
New York, NY 10280

#2

QUITCLAIM DEED

FROM: **SHONEY'S, INC., a Tennessee corporation, as Grantor**

TO: **CAPTAIN D'S, INC., a Delaware corporation, as Grantee**

Address New Owner(s) as Follows:	Name and Address of the Person or Entity Responsible for the Payment of Real Property Taxes	Map-Parcel Numbers
Captain D's, Inc. 1727 Elm Hill Pike Nashville, Tennessee 37210	Same	72-3-39.00

STATE OF NEW YORK
COUNTY OF NEW YORK

Davidson County DEEDQC
Recvd: 03/01/01 14:45 4pgs
Fees:18.00 Taxes:0.00
20010301-0019310

The actual consideration for this transfer is $ Ø .00

Affiant

Subscribed and sworn to before me, this the 1st day of Sept, 2000.

MARY R. HOETS
Notary Public, State of New York
No. 31-4985420
Qualified in New York County
Certificate filed in New York County
Commission Expires Aug. 18, 19~~48~~ 2002

Notary Public

My Commission Expires

THIS QUITCLAIM DEED is made as of the 6 day of September, 2000, from **SHONEY'S, INC.**, a Tennessee corporation (the "Grantor"), with a mailing address of 1727 Elm Hill Pike, Nashville, Tennessee 37210, to **CAPTAIN D'S, INC.**, a Delaware corporation (the "Grantee"), with a mailing address of 1727 Elm Hill Pike, Nashville, Tennessee 37210.

WITNESSETH:

That for a valuable consideration of TEN AND NO/100 DOLLARS ($10.00) and other good and valuable consideration, the receipt of which is hereby acknowledged, Grantor, for itself and its successors and assigns, hereby releases, quitclaims and conveys to Grantee any and all right, title and interest of Grantor in and to the premises described in **Exhibit A** attached hereto and incorporated herein by reference, together with all buildings and permanent improvements thereon and all rights, privileges, easements and appurtenances thereunto belonging (collectively, the "Property"). Grantor makes no representation or warranty whatsoever with respect to the Property or the ownership thereof. The Property is subject to all such limitations, restrictions and encumbrances as may affect such Property.

IN WITNESS WHEREOF, Grantor has caused this instrument to be duly executed and delivered on the day and year first above written.

SHONEY'S, INC., a Tennessee corporation

By: _____
Name: Richard D. Schaefstall
Title: Senior Vice President & Secretary

{0378511-2}

STATE OF NEW YORK
COUNTY OF NEW YORK

Before me, the undersigned, a Notary Public of the state and county mentioned, personally appeared RICHARD D. SHAFRSTALL, with whom I am personally acquainted (or proved to me on the basis of satisfactory evidence), and who, upon oath, acknowledged himself to be the Senior VP + Secretary of Shoney's, Inc., the within named bargainor, a corporation, and that he as such RICHARD D. SHAFRSTALL, executed the foregoing instrument for the purpose therein contained, by personally signing the name of the corporation by himself as Senior VP + Secretary.

Witness my hand and seal, at office in New York City, New York, this 1ST day of Sept., 2000.

Notary Public

[SEAL]

My Commission Expires:

MARY R. HOETS
Notary Public, State of New York
No. 31-4985420
Qualified in New York County
Certificate filed in New York County
Commission Expires ~~Aug. 19, 19~~ 1/8/2002

Exhibit A

A tract of land in the 1st Civil District, 9th Councilmanic District of Metropolitan Nashville, Davidson County, Tennessee, being Lot #1 on the "Re-Recording of Lot #1 of Inglewood Place" as of record in Plat Book 6050, page 432, Register's Office for Davidson County, Tennessee and being more particularly described as follows:

Beginning at an existing iron pin in concrete on the easterly right-of-way line of Gallatin Pike, U.S. 31E (an 84-foot wide right-of-way), said point is at the southwest property corner of Third National Bank Trustee property as of record in Deed Book 4457, page 615, R.O.D.C., Tennessee, being on Map 72-3, Parcel 40, and proceeding as follows:

1. Leaving the easterly right-of-way line of said Gallatin Pike and with the common property line of Third National Bank Trustee for the next two calls S84°00'00"E, 183.16 feet to an existing iron pin; thence,

2. N6°26'10"E, 100.00 feet to an existing iron pin; thence,

3. Leaving said Third National Bank Trustee property and with the common property line of Emro Marketing Company as of record in Deed Book 7909, page 49, R.O.D.C., Tennessee, Map 61-15, Parcel 319, S84°00'00"E, 51.00 feet to an existing iron pin; thence,

4. Leaving said Emro Marketing Company property and with the common property line of John E. Grapes, et ux, as of record in Deed Book 5881, page 370, R.O.D.C., Tennessee, Map 72-3, Parcel 37, S6°26'02"W, 203.79 feet to an existing iron pin; thence,

5. Leaving said Grapes property and with the northerly right-of-way line of McChesney Avenue (a 60-foot wide right-of-way) N84°00'00"W, 237.90 feet to an existing iron pin; thence,

6. With a 25.00 foot radius return curve to the right having a central angle of 111°45'45", for a distance of 48.77 feet to an existing iron pin in concrete, said curve has a chord bearing and distance of N28°07'08"W, 41.394 feet; thence,

7. With the easterly right-of-way line of Gallatin Pike, N27°45'45"E, 74.85 feet to the point of beginning and containing 31,199 square feet or 0.716 acre, more or less.

Being the same property conveyed to Shoney's, Inc. by Special Warranty Deed of record in Book 9005, Page 873, in the Office of the Register of Deeds for Davidson County, Tennessee.